

**COMMONWEALTH OF VIRGINIA
VIRGINIA PUBLIC BUILDING AUTHORITY
Board of Directors Meeting**

November 21, 2017

2:00 p.m.

3rd Floor Conference Room (Treasury Board Conference Room)
James Monroe Building
101 North 14th Street
Richmond, Virginia

Members Present: Suzanne S. Long, Chairman
John A. Mahone
Carolyn L. Bishop
Manju S. Ganeriwala
David A. Von Moll

Members Listening

By Phone: Kevin M. O'Neill

Members Absent: Sarah B. Williams

Others Present:	Janet Aylor	Department of Treasury
	Bradley L. Jones	Department of Treasury
	Sherwanda Cawthorn	Department of Treasury
	David Swynford	Department of Treasury
	Flora Hezel	Office of the Attorney General
	Eric Ballou	Christian & Barton, LLP
	Peyton Stroud	Christian & Barton, LLP
	Kevin Rotty	PFM Financial Advisors LLC

CALL TO ORDER

With a quorum present, Ms. Long, the Chairman, called the meeting to order at 2:05 p.m.

APPROVAL OF AGENDA

Chairman Long asked if there were any changes requested to the planned Agenda. Hearing none, she asked for a motion to approve the Agenda as presented. Ms. Ganeriwala made a motion to approve the Agenda as presented. Mr. Von Moll seconded the motion with unanimous approval by the Board. (Attachment A)

PUBLIC COMMENT

The Chairman invited the public to address the Board with any public comment. No public comment was made. The Chairman then asked Ms. Ganeriwala to introduce Treasury's new Deputy Treasurer, David Swynford.

APPROVAL OF MINUTES

Before asking for a motion to approve the September 29, 2017 Minutes, the Chairman stated that she had some minor changes to the Minutes that she had already given to staff. Chairman Long then asked for a motion to approve the September 29, 2017 Minutes as amended. Ms. Bishop made the motion and it was seconded by Mr. Mahone with unanimous approval of the Board. (Attachment B)

OVERVIEW OF TAX REFORM PLAN AND THE IMPACT ON FUTURE REFUNDINGS

Chairman Long thanked the Staff, Christian & Barton and Public Financial Management ("PFM") for their work in getting all the information together for the Board meeting in a short amount of time.

Chairman Long then asked Mr. Jones to provide an overview of the proposed Tax Reform Plan.

Mr. Jones then provided an overview of the Tax Reform Plan. He commented that the House of Representatives introduced a Tax Reform Plan on November 2, 2017 that includes repealing the ability to issue advance refunding bonds on a tax-exempt basis after December 31, 2017. After January 1, 2018, all advance refundings will have to be issued on a taxable basis. However, current refundings will still be allowed on a tax-exempt basis. Mr. Jones noted that the Senate also introduced a version of a Tax Reform Bill that also repeals advance refunding bonds. He noted that the passing of this tax reform bill would reduce a large amount of potential savings for the Commonwealth and many other issuers. Mr. Jones further explained, when it appeared to be eminent that a tax reform plan would move forward, the Authority started analyzing the effects it would have on future refundings. The Authority found that if it did not act quickly on a refunding, then it had the potential to lose approximately \$10 million in savings.

Mr. Jones also explained that if legislation did not pass by January 1, 2018, but is still in question, the Authority may not be able to issue refunding bonds because Bond Counsel would not be able to provide a clean opinion. Mr. Ballou agreed with Mr. Jones' statement and commented that the pending legislation has a retroactive date. Mr. Ballou continued that, the proposed plans have a hard date of January 1, 2018 and do not have grandfathered or prospective provisions. Therefore, after January 1, 2018, no bonds can be advance refunded on a tax-exempt basis. All previously refunded bonds will retain their tax-exempt status.

Chairman Long asked what was the next step for Congress? Ms. Aylor stated the House of Representatives and the Senate Finance Committee have passed the Tax Reform Plan but it has not gone to the Senate floor. Chairman Long then asked if there was a big push to get the Tax

Reform Bill passed before the end of the year? Mr. Jones said President Trump has requested the Bill be passed before the end of the year.

Mr. Rotty gave comments on the bond market and said the market is very favorable for the proposed VPBA Series 2017A refunding. He voiced a concern about the anticipated volume of issues that will be scheduled to come to market during the month of December due to tax reform's impact on advanced refunding bonds. Mr. Rotty said that the week of November 27th would provide an indication of how the markets could be impacted by the increase in bond issuances. He also said the Authority is targeting the week of December 4th to price the refunding bonds and hopes to be at the front end of the rush to issue refunding bonds before January 1st.

Chairman Long asked if the market will be saturated with issues in December; would every issuer be on the same timeline as the Authority? Mr. Rotty said the VPBA benefits from being a regular issuer in the market, having up-to-date ratings and financial documents making it able to come into the market quickly. Not every issuer has these characteristics to enter the market quickly.

Mr. Mahone then asked if the markets were to respond negatively to the issuance increase, wouldn't it already be shown in the current market environment? Mr. Rotty confirmed that volatility would have already been seen, and some issues currently in the market would be affected. Mr. Rotty also said he believes the week of November 27th will start to show signs of what will happen in the market. He added that there will be three to four trading weeks that the market will be anticipating seeing the increase in issues. Mr. Jones stated that the overall market has not seen a lot of bond issues this year and issuance is down about 18%.

Mr. Rotty commented that for the first time in quite a while the arbitrage rate on the refunding escrow will be very close to the yield on the new issue bonds. He added that the Virginia College Building Authority ("VCBA") is also coming to market. Given the close proximity of pricing there will be a common plan of finance between the sales. Therefore, the yield from both bond issues will have to be blended together.

Mr. Ballou said having the VCBA transaction pricing a week later places a variable in calculating the arbitrage yield. Bond Counsel and the rest of the financing team will need to ensure the yield on the escrow is not greater than the yield on the bonds. The participating Authorities will be in close communication to ensure this does not happen.

Chairman Long and Mr. Mahone commended Treasurer Ganeriwala and staff for their coordination of the debt calendar for the issuers and the quick response in putting materials together for the meeting.

Chairman Long asked when the Authority would have gone to market if the tax reform plan had not been introduced. Mr. Jones said it is dependent upon the spend down of funds. Mr. Rotty commented that Mr. Jones continues to keep record of the amount and pace of the spend down of funds. Therefore, it is estimated a new money and refunding issue would have come to market in March 2018.

Ms. Long asked if there were any additional questions or discussion about the tax bill or the proposed transaction.

Ms. Bishop asked if there was any written language in any of the documents that addressed the combined bond yields for the VPBA and VCBA bonds. Mr. Ballou responded no but provided information regarding the tax rule to help explain how the VPBA and VCBA can be priced within 15 days of each other. He said issues are considered a common plan of finance if they are payable from the same source of funds; sold under the same marketing plan; and sold within 15 days of each other. The 15-day separation has been how Treasury has usually staggered the pricing of VPBA and VCBA. Both VCBA and VPBA are paid from appropriations from the General Fund. At this point, Mr. Ballou couldn't say what type of protection would need to be in place; however, he would recommend to have any provisions included in the Bond Purchase Agreement ("BPA"). Otherwise Bond Counsel would not be able to render its opinion. He also recommends VPBA collaborate with VCBA and their underwriters. Ms. Ganeriwala asked how the composite bond yields on both issues are evaluated. Mr. Rotty said the VPBA and VCBA bond yields are combined and the escrow yields are looked at separately.

The Board continued discussion of various scenarios that could result in the pricing of the VPBA refunding issue. Ms. Aylor mentioned that between the VPBA and VCBA pricings the Federal Reserve will likely announce an increase in the Fed Funds Rate. Ms. Ganeriwala commented that the municipal market could react, however, there are so many variables.

Chairman Long led the discussion for alternative solutions; pricing days, delays, or postponements were discussed. Mr. Rotty explained that once the numbers are more fine-tuned, staff will have much more information regarding its options. Mr. Ballou stated that a solution that produces the most savings to the Commonwealth is the priority.

Chairman Long asked if any of the items discussed needed to be covered in the current set of documents. Mr. Ballou said in light of the discussion at this meeting, he would work closely with the team including the Financial Advisor, Treasury Staff as well as the VCBA counsel, Staff and Financial Advisor. Ms. Aylor added that Treasurer Ganeriwala has the ability to make adjustments as necessary. She has the Board's delegation authority to do so.

Chairman Long asked if there were any further questions.

CONSIDERATION OF RESOLUTION AUTHORIZING VPBA SERIES 2017A REFUNDING BONDS

Chairman Long asked Sherwanda Cawthorn to review the information for the proposed 2017A Refunding Bonds (the "Bonds") (Exhibit 1). The Series 2017A Bonds with a preliminary par amount of \$154,770,000 will refund a portion of the Authority's outstanding 2011A, 2013A, and 2014A Public Facilities Revenue Bonds. The security for the Bonds are limited obligations of the Authority, anticipated to be payable solely from funds appropriated from time to time for such purpose by the General Assembly. Ms. Cawthorn said that the method of sale for this transaction will be negotiated as opposed to competitive.

Ms. Cawthorn further explained that in the spring of 2017, Treasury procured underwriting pools of Senior Managers and Co-Managers. The Authority was able to select from these underwriting

pools a Senior Manager, Raymond James and three Co-Managers: Fidelity Capital Markets, Loop Capital Markets, and Siebert Cisneros Shank & Co., LLC.

Ms. Cawthorn stated the expected sale date would be during the week of December 4, 2017 and the dated and delivery date would be on or about December 14, 2017. She then reviewed the expected bond structure, which is serial bonds paying principal annually on August 1, 2022 and August 1, 2025-2031. Interest is expected to be paid semi-annually on February 1 and August 1: beginning February 1, 2018. The final stated maturity of the refunding bonds shall not be later than the final maturity of the related prior bonds being refunded.

The True Interest Cost ("TIC") will be determined on the day of sale; however, as of November 14, 2017, the estimated All-in-TIC was 2.52%. The expected ratings are AA+, Aa1 and AA+ from Fitch Ratings, Moody's Investors Service and S&P Global Ratings.

Additional members of the financing team include Christian & Barton as Bond Counsel, PFM as financial advisor, and The Bank of New York Mellon as Trustee. Ms. Cawthorn noted the costs of issuance were being developed as of the meeting.

The estimated net present value savings for this refunding amount to \$10,343,437 with a present value ratio of 6.31%.

Ms. Cawthorn then turned the Board's attention to the remaining standard financing documents associated with the refunding. The documents included the Preliminary Official Statement, the Thirty-Fifth Supplemental Indenture of Trust, the Bond Purchase Agreement and Form Facilities Agreement Amendment.

Ms. Cawthorn directed the Board's attention to the last pages of the Supplemental Indenture of Trust that provide the list of projects associated with the 2017A refunding. She also explained that the Form Facilities Agreement Amendment would be sent to all the Agencies that have projects included on the Trust Indenture project list.

Ms. Cawthorn then turned the meeting over to Mr. Ballou of Christian & Barton to review the Authority's Resolution. (Attachment C). Mr. Ballou highlighted the resolution stating that there were two principal changes to the document. He stated in past resolutions it has provided for new money and refunding bonds. The current resolution before the Board is for a refunding only. Mr. Ballou also said while previous resolutions have provided for an option for a competitive or negotiated sale, the current resolution is oriented toward a negotiated sale and includes language in paragraph six of the resolution approving the Underwriter in the Bond Purchase Agreement. He also stated that the Treasury Board had already approved their resolution for this bond issue. Usually the Treasury Board does not approve their resolution before the Authority approves their resolution. However, due to the special circumstances of selling the bonds prior to the end of the year, it was necessary that the Treasury Board give their approval at the November 16, 2017 meeting.

Chairman Long asked if there were any further questions regarding the resolution. The Chairman then asked for a motion to approve the Resolution Authorizing the Issuance, Sale and Award of Public Facilities Revenue Refunding Bonds by The Virginia Public Building Authority. Mr. Mahone

made a motion to approve the Resolution. Ms. Bishop seconded the motion with unanimous approval from the Board. (Attachment D)

OTHER BUSINESS

Chairman Long asked if there was any other business. No other business was brought before the Board.

ADJOURNMENT

The Chairman then announced the adjournment of the meeting.
The meeting adjourned at 2:55 pm.

Respectfully submitted,
Bradley L. Jones
Assistant Secretary/Treasurer #2

Exhibits may be obtained by contacting the Department of Treasury at (804) 225-2142.

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – NOVEMBER 21, 2017**

MOTION TO APPROVE NOVEMBER 21, 2017 MEETING AGENDA

I move to approve the Agenda as presented.

Motion: Ms. Ganeriwala

Second: Mr. Von Moll

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – NOVEMBER 29, 2017**

MOTION TO APPROVE SEPTEMBER 29, 2017 BOARD MINUTES

I move to approve the Minutes of the September 29, 2017 Board Meeting as amended.

Motion: Ms. Bishop

Second: Mr. Mahone

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND
AWARD OF PUBLIC FACILITIES REVENUE REFUNDING
BONDS BY THE VIRGINIA PUBLIC BUILDING AUTHORITY**

WHEREAS, the Virginia Public Building Authority Act of 1981, Article 6, Chapter 22, Title 2.2, Code of Virginia of 1950, as amended (the “Act”), among other things, empowers the Virginia Public Building Authority (the “Authority”) to issue revenue bonds and refunding bonds to finance and refinance, respectively, the acquisition, construction, improvement, furnishing and equipping of various public facilities for use by the Commonwealth of Virginia (the “Commonwealth”) and its agencies and to finance the Commonwealth’s payment of the costs of certain capital projects made pursuant to applicable Virginia law, and to pay the costs of issuance of such bonds;

WHEREAS, the Authority has entered into (a) a Master Indenture of Trust, dated as of April 15, 1997 (as amended and supplemented from time to time, the “Master Indenture”), with Signet Trust Company (predecessor in interest to The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A.) as trustee (the “Trustee”), providing for the issuance from time to time of the Authority’s Public Facilities Revenue Refunding Bonds, and (b) a Payment Agreement, dated as of April 15, 1997, with the Treasury Board of the Commonwealth (the “Treasury Board”) providing for certain amounts appropriated by the General Assembly in its discretion to be paid to the Authority to make payments of debt service on all bonds issued under the Master Indenture;

WHEREAS, to effect present value debt service savings by taking advantage of market and other economic and financial conditions the Authority may determine, in consultation with Public Financial Management, Inc., as financial advisor to the Authority (the “Financial Advisor”), to refund from time to time certain maturities of bonds previously issued by the Authority (any or all of such previously issued bonds are “Prior Bonds”), which (a) financed the acquisition, construction, improvement, rehabilitation, furnishing and equipping of public facilities for use by the Commonwealth and its agencies, and (b) financed all or a portion of the Commonwealth’s payments of the costs of certain grants and of regional and local jail and juvenile detention facility projects in accordance with the applicable provisions of the documents setting forth the terms of such payments;

WHEREAS, in furtherance of the purposes of the Act, the Authority has determined to issue under the Master Indenture its Public Facilities Revenue Refunding Bonds, in one or more series or sub-series with appropriate year and series designations as provided herein (the “Refunding Bonds”), to (a) refund various Prior Bonds or maturities thereof if market and other conditions so warrant, and (b) pay costs of issuance of the Refunding Bonds; provided, however, that before any Refunding Bonds are issued, the State Treasurer shall determine, on behalf of the Authority and as provided below, which Prior Bonds are to be refunded and the related redemption dates;

WHEREAS, there have been presented to the Authority at this meeting and filed with its records drafts of the following documents:

- (a) Preliminary Official Statement, to be dated the date of its distribution (the “Preliminary Official Statement” and which may include one or more Preliminary Official Statements if the Authority determines to offer the Refunding Bonds at different times in

different offerings), with respect to the offering of the Refunding Bonds, describing, among other things, the Refunding Bonds, the security therefor, the Authority and the prior Authority projects anticipated to be refinanced with the Refunding Bonds;

(b) Bond Purchase Agreement, to be dated the date of its execution and delivery (the “Bond Purchase Agreement”), between the Authority and the Underwriters (as defined below), to be used for a negotiated sale of all or any portion of the Refunding Bonds as provided in this Resolution, setting forth the structure and terms of a negotiated sale of the Refunding Bonds;

(c) Thirty-Fifth Supplemental Indenture of Trust, to be dated the date determined by the State Treasurer (the “Thirty-Fifth Supplemental Indenture”), between the Authority and the Trustee, including the form of the Refunding Bonds as an exhibit, authorizing the issuance of the Refunding Bonds in one or more series and providing for the security therefor, pursuant to the terms of the Master Indenture, and containing the Authority’s undertaking to provide for continuing disclosure with respect to the Refunding Bonds, and the prior Authority projects anticipated to be refinanced with the proceeds of the Refunding Bonds;

(d) Continuing Disclosure Agreement in connection with the issuance of the Refunding Bonds (the “Continuing Disclosure Agreement”) for the purpose of providing certain information for the benefit of holders of such Refunding Bonds; and

(e) The form of Amendment to Facilities Agreement with respect to prior Authority projects or managing agents already party to prior facilities agreements (together, such facilities agreements and amendments, as applicable, the “Facilities Agreements”), providing for certain matters regarding the operation and use of such projects; provided, however, that the departments, agencies and institutions of the Commonwealth amending a Facilities Agreement will be those acting as managing agents with respect to prior Authority projects.

NOW, THEREFORE, BE IT RESOLVED BY THE VIRGINIA PUBLIC BUILDING AUTHORITY THAT:

1. Preliminary Official Statement. The Preliminary Official Statement, in substantially the form presented at this meeting with such completions, omissions, additions and changes as shall be approved by the State Treasurer (the Secretary/Treasurer of the Authority) or her staff in connection with each offering and sale of the Refunding Bonds, including without limitation the refunding of Prior Bonds, is approved and the distribution thereof is authorized in one or more series or sub-series and from time to time, all as further described below. The Authority authorizes the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, to deem the Preliminary Official Statement final as of its date or dates for purposes of Securities and Exchange Commission Rule 15c2-12 (the “Rule”), and distribution of the Preliminary Official Statement shall constitute conclusive evidence that it has been deemed final as of its date, except for the omission of such pricing and other information as permitted by the Rule.

2. Issuance and Sale of the Refunding Bonds. Pursuant to the Act, the Authority authorizes the issuance of the Refunding Bonds in one or more series in accordance with the Master Indenture and the Thirty-Fifth Supplemental Indenture and the sale thereof through either a competitive or negotiated sale in order to refund Prior Bonds if market and other economic and financial conditions so warrant; *provided, however,* that:

(a) the aggregate stated principal amount of any Refunding Bonds shall not exceed \$210 million;

(b) the final stated maturity of any Refunding Bonds shall not be later than the final maturity of the related Prior Bonds;

(c) the “true” interest cost of any series of Refunding Bonds shall not exceed 3.0%, taking into account original issue discount or premium, if any; and

(d) the issuance of any Refunding Bonds shall achieve an overall net present value savings of at least 3.0% of the aggregate principal amount of the related Prior Bonds.

3. Delegation to State Treasurer. The Authority hereby delegates to the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, subject to and within the limitations set forth in this Resolution, the power with respect to the Refunding Bonds to determine and carry out the following:

(a) to select one or more financial institutions to serve as a co-managing underwriter of the Refunding Bonds;

(b) to determine and approve the details of the Refunding Bonds, including, without limitation, the application of their proceeds to the differing purposes described above, the determination to sell the Refunding Bonds in one or more series or sub-series, their appropriate series designation, aggregate principal amount, maturity or maturities (including which Refunding Bonds, if any, are term bonds and the sinking fund installments therefore), price or prices, interest rate or rates, redemption provisions and the price(s) at which the Refunding Bonds are to be sold to the Underwriters as will best effect the purposes and provisions of the Act and this Resolution;

(c) to approve the form of all documents that are appropriate to carry out the contemplated financing;

(d) to deem the Preliminary Official Statement final as of its date or dates as contemplated in paragraph 1 hereof and to complete the Preliminary Official Statement as an Official Statement in final form as contemplated in paragraph 5 hereof;

(e) to postpone or cancel the sale of all or any portion of the Refunding Bonds or change the dated date of the Refunding Bonds (including their name or series or sub-series designation) and the documents herein approved, if in her sole discretion market and other conditions so warrant;

(f) to determine based on market, financial and economic conditions whether to proceed with the refunding of any Prior Bonds and in furtherance thereof, to determine which outstanding series of bonds or maturities thereof previously issued under the Master Indenture are to be Prior Bonds, the related redemption dates and the specific maturities of Prior Bonds to be refunded, if any, provided that any refunding of Prior Bonds achieves the overall debt service savings set forth in the preceding paragraph, and if in the judgment of the State Treasurer, market and other conditions make the sale of the Refunding Bonds on a competitive basis desirable or appropriate, to proceed with the sale of the Refunding Bonds on a competitive basis, in compliance with and subject to the conditions set forth in this Resolution, and utilizing competitive sale procedures and documents that are standard for bonds of Commonwealth authorities; and

(g) to take all such further action as may be necessary or desirable for the issuance, sale and delivery of the Refunding Bonds.

4. Thirty-Fifth Supplemental Indenture and Facilities Agreements. The Thirty-Fifth Supplemental Indenture and the Facilities Agreements shall be in substantially the forms presented at this meeting, which are approved, with such completions, omissions, additions and changes, including those necessary to reflect the refunding of Prior Bonds and the specifics determined in accordance with paragraphs 2 and 3 hereof, as shall be approved by the Chairman, Vice-Chairman or Secretary/Treasurer of the Authority. The Chairman, the Vice-Chairman or the Secretary/Treasurer, any of whom may act, is authorized and directed to execute the Thirty-Fifth Supplemental Indenture and the Facilities Agreements, which execution shall constitute conclusive evidence of approval of any such completions, omissions, additions and changes. The Thirty-Fifth Supplemental Indenture may have a different and additional numbered supplemental designation if necessary, desirable or in connection with the issuance of the Refunding Bonds such that separate supplemental indentures may be used and are hereby authorized for any separate series or sub-series of bonds. The executed Supplemental Indenture shall be delivered to the Trustee.

5. Official Statement. The Authority authorizes and directs the State Treasurer and her staff to complete the Preliminary Official Statement as an official statement in final form (the "Official Statement"). The Chairman or Vice-Chairman of the Authority, either of whom may act, is authorized and directed to execute the Official Statement, which execution shall constitute conclusive evidence of approval of the Official Statement and that the Authority has deemed it final within the meaning of the Rule. The Authority authorizes and directs its staff to arrange for the delivery to the Underwriters of a reasonable number of copies of the Official Statement, within seven business days after the sale date of the related Refunding Bonds, for distribution by the Underwriters to each potential investor requesting a copy thereof and to each person to whom the Underwriters initially sells the Refunding Bonds. The Authority authorizes and approves the distribution of the Official Statement by the Underwriters.

6. Approval of Underwriters and of Bond Purchase Agreement. The Authority hereby approves the selection of Raymond James & Associates, Inc. (in such capacity, together with any other underwriter selected by the State Treasurer to serve as a co-manager as described above, the "Underwriters"), and approves the sale of the Refunding Bonds by negotiation with the Underwriters pursuant to a Bond Purchase Agreement between the Authority and the Underwriters, substantially in the form presented at this meeting, which is approved, with such

completions, omissions, additions and changes, including those necessary to reflect the refunding of Prior Bonds and the specifics determined in accordance with paragraphs 2 and 3 hereof, as shall be approved by the Chairman, Vice-Chairman or Secretary/Treasurer of the Authority. The Chairman, the Vice-Chairman or the Secretary/Treasurer, any of whom may act, is authorized and directed to execute the Bond Purchase Agreement, which execution shall constitute conclusive evidence of approval of any such completions, omissions, additions and changes.

7. Continuing Disclosure. The Authority covenants to undertake ongoing disclosure and provide “annual financial information” and “material event notices” in accordance with the Continuing Disclosure Agreement for the benefit of holders of the Refunding Bonds to assist the Underwriters in complying with the Rule. The Authority authorizes and directs the Chairman, Vice Chairman, State Treasurer or such other officer of the Authority as the State Treasurer may designate, any one of whom may act, to execute the Continuing Disclosure Agreement in substantially the form presented to this meeting, which is approved with such completions, omissions, insertions and changes as the executing officer may approve. Execution of the Continuing Disclosure Agreement shall constitute conclusive evidence of approval of any such completions, omissions, insertions and changes.

8. Preparation of Refunding Bonds. The Chairman or the Vice-Chairman of the Authority, either of whom may act, and the Secretary/Treasurer or any Assistant Secretary/Treasurer of the Authority, any of whom may act, are authorized and directed (a) to have the Refunding Bonds prepared and executed pursuant to the Master Indenture and the Thirty-Fifth Supplemental Indenture, (b) to deliver them to the Trustee for authentication, and (c) to cause the Refunding Bonds so executed and authenticated to be delivered to, or for the account of, the Underwriters upon payment therefor.

9. Redemption of Prior Bonds; Escrow Provisions. The Authority authorizes and directs (a) the redemption and payment of Prior Bonds on the applicable redemption date, as determined in accordance with paragraph 3, and (b) the giving of notice of such redemption(s) in accordance with the provisions of the Master Indenture and any applicable supplemental indenture entered into in connection with Prior Bonds. The Authority authorizes the preparation, execution and delivery by the officers of the Authority of any escrow deposit provisions, either as part of the Thirty-Fifth Supplemental Indenture or in such separate agreement, as shall be appropriate to effect such refunding and redemption as determined in accordance with paragraph 3 and as shall be approved by the State Treasurer or member of the State Treasurer’s staff as the State Treasurer may designate, with the execution and delivery thereof to constitute conclusive evidence of such approval.

10. Other Undertakings. The Authority authorizes and directs its staff, the Financial Advisor, and its bond counsel, Christian & Barton, L.L.P.: (a) to prepare all documentation and take all action necessary or desirable to bring the Refunding Bonds to market as soon as practicable, and (b) to take such actions as shall be necessary or appropriate to obtain a rating or ratings for the Refunding Bonds from Fitch Ratings, Moody’s Investors Service and/or S&P Global Ratings.

11. Other Documents. The Authority further authorizes and directs its officers to execute and deliver all certificates, instruments and documents and to take such further action as they may consider necessary or desirable in connection with the issuance and sale of the Refunding Bonds, including, without limitation, execution and delivery of any applicable non-arbitrage certificate and tax compliance agreement setting forth the expected use and investment of proceeds of the Refunding

Bonds to show that such expected use and investment will not violate the provisions of Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations issued pursuant thereto, applicable to “arbitrage bonds,” making any elections that such officers deem desirable regarding any provision requiring rebate to the United States of arbitrage profits earned on the investment of proceeds of the Refunding Bonds, providing for payment of any such rebate amount and providing for ongoing compliance to maintain the tax-exempt status of the Refunding Bonds, in particular setting forth written procedures for monitoring post-issuance compliance with requirements of the Code and the regulations issued pursuant thereto applicable to tax-exempt obligations, including necessary or desirable remedial actions, in accordance with the Authority’s Post-Issuance Compliance Policy for Tax-Exempt Qualified Obligations (adopted by the Authority on January 19, 2010).

12. Other Actions. The Authority approves and confirms all other actions of its officers and staff that are in conformance with the purpose or intent of this Resolution and in furtherance of the issuance and sale of the Refunding Bonds.

13. Conflicting Resolutions. All resolutions or parts of resolutions in conflict herewith are repealed.

14. Effective Date. This Resolution shall take effect immediately upon its adoption and shall continue in full force and effect for a period of one year, unless specifically extended or all of the Refunding Bonds are issued for the specific purposes set forth herein, and further it being the intent of this Resolution that the issuance of one or more series of the Refunding Bonds does not preclude one or more subsequent and separate issuance(s) of the Refunding Bonds from time to time up to the maximum amount(s) herein authorized to refund Prior Bonds as authorized above.

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – NOVEMBER 21, 2017**

**MOTION TO APPROVE THE RESOLUTION AUTHORIZING THE ISSUANCE, SALE
AND AWARD OF THE VPBA'S REVENUE REFUNDING BONDS**

I move to approve the Resolution Authorizing the Issuance, Sale, and Award of Public Facilities Revenue Refunding Bonds by the Virginia Public Building Authority.

Motion: Mr. Mahone

Second: Ms. Bishop

Approval (Yes/No): Yes

Yeas: Unanimous

Nays: